

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

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NOVEMBER 6, 2003

T.R.A. DOCKET ROOM

IN RE: Implementation of the Federal) Docket No. 03-00491
Communications Commission's Triennial)
Review Order-9 Month Proceeding-Switching)
)

**OBJECTIONS OF NUVOX COMMUNICATIONS, INC. TO
BELLSOUTH'S FIRST SET REQUEST TO PRODUCE**

Pursuant to the *Order on October 21, 2003 Status Conference*, issued October 27, 2003 ("Procedural Order"), NuVox Communications, Inc. ("NuVox") submits its preliminary objections to BellSouth Telecommunications, Inc.'s ("BellSouth") First Set of Request for Production of Documents to NuVox.

NuVox files these objections to comply with the ten (10) day requirement set forth in the Procedural Order. These objections are preliminary in nature. Should additional grounds for objection be discovered as NuVox prepares its responses to any discovery, NuVox reserves the right to supplement these objections.

Further, at the time of the filing of these objections, the issues to be addressed in this proceeding have not yet been identified. Should additional grounds for objections develop as the TRA identifies the issues to be addressed in this proceeding, NuVox reserves the right to supplement these objections.

GENERAL OBJECTIONS

NuVox makes the following general objections to the First Set of Request for Production of Documents

1. NuVox objects to the "Definitions" section, the "General Instructions," and the individual items of BellSouth's First Set of Request for Production of Documents to

NuVox to the extent that they are overly broad, unduly burdensome, and/or oppressive. NuVox will attempt to identify specific requests to which this objection applies within the specific objections that follow.

2. NuVox objects to the "Definitions," the "General Instructions," and the individual Request for Production of Documents to the extent they seek information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. By way of illustration and not limitation, NuVox objects to Request for Production of Documents that seek information that is unrelated to or inconsistent with the methodology and parameters of the analysis of impairment prescribed by the FCC in its Triennial Review Order. NuVox will attempt to identify individual items to which this general objection is applicable within the specific objections that follow.

3. NuVox objects to the "Definitions," the "General Instructions," and the individual Request for Production of Documents to the extent they are vague, ambiguous, imprecise, or utilize terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these Requests.

4. NuVox objects to the "General Instructions" and the items of BellSouth's First Set of Request for Production of Documents to NuVox to the extent that they purport to impose discovery obligations on NuVox that exceed the scope of discovery allowed by the applicable Tennessee Rules of Civil Procedure.

5. NuVox objects to BellSouth's First Set of Request for Production of Documents to NuVox to the extent that the Request for Production of Documents seek discovery of materials and/or information protected by the attorney/client privilege, the work product

doctrine, the accountant/client privilege, any confidentiality or non-disclosure agreement or any other applicable privilege.

6. NuVox objects to BellSouth's First Set of Request for Production of Documents to the extent that the requests would require disclosure of information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed (provided the information is otherwise discoverable) only pursuant to the terms of a mutually acceptable confidentiality agreement and use of the TRA's rules and procedures relating to confidential and proprietary information.

7. NuVox objects to all Request for Production of Documents which would require NuVox to provide information which is already in BellSouth's possession (as a consequence, for instance, of the billing information BellSouth uses to submit bills to NuVox) or is in the public record before the TRA. To duplicate information that BellSouth already has or is readily available to BellSouth would be unduly burdensome and oppressive.

8. NuVox objects to BellSouth's First Set of Request for Production of Documents to the extent BellSouth seeks to impose an obligation on NuVox to respond on behalf of subsidiaries and/or former officers, employees, agents, and directors on the grounds that such requests for production are overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules.

9. NuVox objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

10. NuVox objects to the use of the term "voice grade equivalent line" because such term is subject to differing interpretations.

11. NuVox objects to the use of the terms “Hot Cut”, “Batch Hot Cut”, “Individual Hot Cut”, “Coordinated Cut Over” and “Coordinated Time-Specific Cut Over” because such terms are not adequately defined and/or differentiated and subject to differing interpretations.

SPECIFIC OBJECTIONS TO REQUEST FOR PRODUCTION OF DOCUMENTS

NuVox hereby incorporates by reference the above general objections. To the extent possible given the constraints of the ten day preliminary objection period, NuVox will attempt to identify individual items that are objectionable. NuVox reserves the right to add to or enlarge upon these objections when it files its responses.

12. OBJECTION: NuVox objects to this Request for Production of Documents 2 on the grounds that, inasmuch as the FCC has determined the state commissions’ impairment analyses is not to be based on individual carriers’ business modules, these Request for Production of Documents seek information that is irrelevant to the impairment analysis to be conducted by the TRA and not reasonably calculated to lead to the discovery of admissible evidence. NuVox also objects on the grounds the Request for Production of Documents are overbroad, oppressive, and unduly burdensome. NuVox objects to these Request for Production of Documents on the grounds that the information sought contains confidential, proprietary business or commercial information and production of these documents would lead to disclosure of information regarding NuVox's confidential, internal operations that could seriously damage its business. NuVox objects to the request to the extent they seek or may be deemed to seek or require the production or disclosure of information or documents subject to the attorney/client, the accountant/client privilege, any confidentiality or non-disclosure agreement or any other

applicable privilege, including the work product doctrine or the protection afforded mental impressions, conclusions, opinions or legal theories of NuVox's attorneys or its representatives.

NuVox also objects on the grounds the Request seeks information that is unrelated to and inconsistent with the impairment analysis prescribed by the FCC. It is therefore irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. NuVox objects to this Request on the grounds that the request to identify "every" document is unduly burdensome and oppressive.

13. OBJECTION: NuVox objects to Request 3, 5 and 6 on the grounds that the Request asks for information that is irrelevant to the impairment analysis prescribed in the Triennial Review Order and not reasonably calculated to lead to the discovery of admissible evidence. NuVox also objects to this Request on the grounds it seeks confidential and proprietary business information. Further, NuVox interprets this Request to request aggregate information. If BellSouth intended to request average monthly revenues for each individual end use customer, then NuVox objects on the grounds that the Request is unduly burdensome and oppressive.

14. OBJECTION: NuVox objects to Request for Production of Documents 4 and 7 regarding the definition of "non-qualifying services" and "qualifying services". NuVox will make reasonable efforts to provide certain information regarding its "non-qualifying services" and "qualifying services" that is not otherwise confidential, proprietary business or commercial information and production of its information would lead to disclosure of information regarding NuVox's confidential, internal operations that could seriously damage its business.

15. OBJECTION: NuVox objects to Request for Production of Documents 8, 9 and 10 on the grounds that these Request for Production of Documents seek information that is unrelated to and inconsistent with the impairment analysis prescribed in the Triennial Review Order, is therefore irrelevant to the issues in the case and the analysis to be conducted by the TRA, and is not reasonably designed to lead to the discovery of admissible evidence. NuVox objects to the request to the extent they seek or may be deemed to seek or require the production or disclosure of information or documents subject to the attorney/client, the accountant/client privilege, any confidentiality or non-disclosure agreement or any other applicable privilege, including the work product doctrine or the protection afforded mental impressions, conclusions, opinions or legal theories of NuVox's attorneys or its representatives. NuVox also objects on the grounds these Request for Production of Documents seek the disclosure of commercially sensitive, confidential and proprietary business information. NuVox also objects to the request for information on a monthly basis since January 2000 as onerous, oppressive, unduly burdensome and beyond any legitimate discovery need.

16. OBJECTION: NuVox objects to Request 11 on the grounds that, because it relates to NuVox's individual business model, it is inconsistent with the analysis prescribed in the Triennial Review order, is unrelated to the analysis the TRA is to make, irrelevant to the issues in the docket and not reasonably calculated to lead to the discovery of admissible evidence. NuVox also objects on the basis that the Request seeks the disclosure of confidential and proprietary business information. NuVox objects to the request to the extent they seek or may be deemed to seek or require the production or disclosure of information or documents subject to the attorney/client, the accountant/client privilege, any confidentiality or non-disclosure agreement or any other applicable privilege, including the work product doctrine or

the protection afforded mental impressions, conclusions, opinions or legal theories of NuVox's attorneys or its representatives. NuVox also objects on the grounds the Request as framed is overbroad and unduly burdensome.

17. OBJECTION: NuVox objects to this Request 12 on the grounds it seeks confidential and proprietary information. Notwithstanding these objections, and without waiving them, subject to the execution of confidentiality agreement NuVox will make reasonable efforts to provide responsive information.

18. OBJECTION: NuVox objects to the Request 13 on the grounds it seeks information that, given the determination in the Triennial Review Order that the impairment analysis is not to be based on individual carriers' business models, is irrelevant to the issues in the case and unrelated to the analysis the TRA is to conduct, and is not reasonably calculated to lead to the discovery of admissible evidence. NuVox also objects on the grounds the Request seeks the disclosure of confidential and proprietary business information. NuVox objects to the request to the extent they seek or may be deemed to seek or require the production or disclosure of information or documents subject to the attorney/client, the accountant/client privilege, any confidentiality or non-disclosure agreement or any other applicable privilege, including the work product doctrine or the protection afforded mental impressions, conclusions, opinions or legal theories of Nuvox's attorneys or its representatives.

19. OBJECTION: NuVox objects to this Request 14, 13, 15 and 16 on the grounds it seeks information that is inconsistent with the parameters of the Triennial Review Order, unrelated to the analysis the TRA is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence. NuVox also objects


on the grounds the Request seeks the disclosure of confidential and proprietary business information. NuVox objects to the request to the extent they seek or may be deemed to seek or require the production or disclosure of information or documents subject to the attorney/client, the accountant/client privilege, any confidentiality or non-disclosure agreement or any other applicable privilege, including the work product doctrine or the protection afforded mental impressions, conclusions, opinions or legal theories of NuVox's attorneys or its representatives.

20. OBJECTION: NuVox objects to Request for Production of Documents 17, 18, 19, 20 and 21 and Request for Production of Documents 17-21 on the grounds that it requires additional clarification of the definitions of "Hot Cut", "Batch Hot Cut", "Individual Hot Cut", "Coordinated Cut Over" and "Coordinated Time-Specific Cut Over" because such terms are not adequately defined and/or differentiated and subject to differing interpretations.

Respectfully submitted this 6th day of November, 2003

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CERTIFICATE OF SERVICE

I hereby certify that on November 6, 2003, a copy of the foregoing document was serviced on the parties of record, via US mail:

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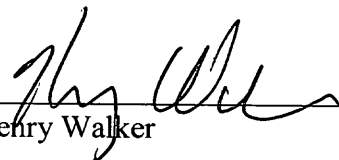
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